

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On July 28, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Motion for Order Under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 Authorizing (I) Rejection of Remaining Executory Contracts of MobileAria, Inc. and (II) Assumption and Assignment of Executory Contract with DPAC Technologies Corp. ("MobileAria Contracts Motion"); Notice of Motion for Order Under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 Authorizing (I) Rejection of Remaining Executory Contracts of MobileAria, Inc. and (II) Assumption and Assignment of Executory Contract with DPAC Technologies Corp.; and [Proposed] Order Under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 Authorizing (I) Rejection of Remaining Executory Contracts of MobileAria, Inc. and (II) Assumption and Assignment of Executory Contract with DPAC Technologies Corp. (Docket No. 4721) [a copy of which is attached hereto as Exhibit D]
- 2) Motion for Approval of Joint Interest Agreement Between Debtors and Official Committee of Equity Security Holders and Implementation of Protective Order with Respect Thereto ("Equity Committee Joint Interest Agreement Motion"); Notice of Motion for Approval of Joint Interest Agreement Between Debtors and Official Committee of Equity Security Holders and Implementation of Protective Order with Respect Thereto; and [Proposed] Order Approving Joint Interest Agreement Between Debtors and Official Committee of Equity Security Holders and Implementing Protective Order with Respect Thereto (Docket No. 4722) [a copy of which is attached hereto as Exhibit E]

On July 28, 2006, I caused to be served the document listed below upon the parties listed on Exhibit F hereto via overnight delivery:

- 3) Motion for Order Under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 Authorizing (I) Rejection of Remaining Executory Contracts of MobileAria, Inc. and (II) Assumption and Assignment of Executory Contract with DPAC Technologies Corp. ("MobileAria Contracts Motion"); Notice of Motion for Order Under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 Authorizing (I) Rejection of Remaining Executory Contracts of MobileAria, Inc. and (II) Assumption and Assignment of Executory Contract with DPAC Technologies Corp.; and [Proposed] Order Under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 Authorizing (I) Rejection of Remaining Executory Contracts of MobileAria, Inc. and (II) Assumption and Assignment of Executory Contract with DPAC Technologies Corp. (Docket No. 4721) [a copy of which is attached hereto as Exhibit D]

Dated: August 2, 2006

/s/ Evan Gershbein
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 2nd day of August, 2006, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature : /s/ Sarah Elizabeth Frankel

Commission Expires: 12/23/08

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	
Curtis, Mallet-Prevost, Colt & Mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc.; Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	sean.p.corcoran@delphi.com karen.i.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International Flextronics International USA, Inc.	Carrie L. Schiff Paul W. Anderson	305 Interlocken Parkway 2090 Fortune Drive 6501 William Cannon Drive West		Broomfield San Jose	CO CA	80021 95131	303-927-4853 408-428-1308		cschiff@flextronics.com paul.anderson@flextronics.com	Counsel to Flextronics International Counsel to Flextronics International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III		MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheier Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbue@ffhsi.com sliviri@ffhsi.com	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kinsey Avenue 1701 Pennsylvania Avenue, NW		Huntersville Washington	NC DC	28078 20006	704-992-5075 202-857-0620	866-585-2386 202-659-4503	valerie.venable@ge.com lhassel@groom.com	Creditor Committee Member Counsel to Employee Benefits
Groom Law Group	Lonie A. Hassel			Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
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Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Counsel to General Motors Corporation
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Internal Revenue Service	Attn: Insolvency Department, Maria Valerio	290 Broadway	5th Floor	New York	NY	10007	212-436-1038	212-436-1931	mariaivalerio@irs.gov	IRS
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
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Law Debenture Trust of New York	Patrick J. Healy	767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
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Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	altoqut@teamtoqut.com	Conflicts Counsel to the Debtors
Tyco Electronics Corporation	MaryAnn Brereton, Assistant General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805		Creditor Committee Member

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	212-668-2255 does not take service via fax		Counsel to United States Trustee
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	301 Commerce Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	mwarner@warnerstevens.com	Proposed Conflicts Counsel to the Official Committee of Unsecured Creditors
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	jeff.tanenbaum@weil.com	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	martin.bienenstock@weil.com	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	michael.kessler@weil.com	Counsel to General Motors Corporation
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	1100 North Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	scimalore@wilmingtontrust.com	Creditor Committee Member/Indenture Trustee

EXHIBIT B

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Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	
Curtis, Mallet-Prevost, Colt & Mosie LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	212-696-6000	212-697-1559	sreisman@cm-p.com	Counsel to Flextronics International, Inc.; Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A. de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	CO	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	Counsel to Flextronics International
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Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-247-1010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	152 West 57th Street	35th Floor	New York	NY	10019	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation
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JPMorgan Chase Bank, N.A.	Vilma Francis	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	vilma.francis@jpmorgan.com	Prepetition Administrative Agent
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Law Debenture Trust of New York	Patrick J. Healy	767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	idejonker@mwe.com	Counsel to Recticel North America, Inc.
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Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	skrause@zeklaw.com	Counsel to Toyota Tsusho America, Inc.

EXHIBIT C

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	PARTY / FUNCTION
Akebono Corporation (North America)	Alan Swiech	34385 Twelve Mile Road		Farmington Hills	MI	48331		248-489-7406	Vice President of Administration for Akebono Corporation
Cage Williams & Abelman, P.C.	Steven E. Abelman	1433 Seventeenth Street		Denver	CO	80202		303-295-0202	Counsel to United Power, Inc.
Damon & Morey LLP	William F. Savino	1000 Cathedral Place	298 Main Street	Buffalo	NY	14202-4096		716-856-5500	Counsel to Relco, Inc.; The Durham Companies, Inc.
Grant & Eisenhofer P.A.	Geoffrey C. Jarvis	1201 North Market Street	Suite 2100	Wilmington	DE	19801		302-622-7000	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Jason, Inc.	Beth Klimczak, General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202			General Counsel to Jason Incorporated
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Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734		989-385-3230	Corporate Secretary for Professional Technologies Services
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EXHIBIT D

Hearing Date and Time: August 17, 2006 at 10:00 a.m.
Objection Deadline: August 10, 2006 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:		
In re	:	Chapter 11	
	:		
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)	
	:		
	:	(Jointly Administered)	
Debtors.	:		
-----	-	x	

MOTION FOR ORDER UNDER 11 U.S.C. § 365 AND FED. R. BANKR. P. 6006
AUTHORIZING (I) REJECTION OF REMAINING EXECUTORY CONTRACTS
OF MOBILEARIA, INC. AND (II) ASSUMPTION AND ASSIGNMENT
OF EXECUTORY CONTRACT WITH DPAC TECHNOLOGIES CORP.

("MOBILEARIA CONTRACTS MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this motion (the "Motion") for an order pursuant to 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 authorizing MobileAria, Inc. ("MobileAria") (i) to reject those of its remaining executory contracts listed on Exhibit A hereto (collectively, the "Remaining Agreements") and (ii) to (a) assume that certain Agreement For Software Development dated April 20, 2005 between DPAC Technologies Corp. ("DPAC") and MobileAria (the "DPAC Agreement") and (b) assign such agreement to Wireless Matrix USA, Inc. ("Wireless Matrix"), which has entered into a definitive agreement, approved by this Court pursuant to an order dated July 21, 2006, to purchase substantially all of MobileAria's assets. In support of this Motion, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors' chapter 11 cases.

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases. On April 28, 2006, the Office of the United States Trustee appointed an official committee of equity security holders.

3. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are section 365 of the Bankruptcy Code and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Current Business Operations Of The Debtors

5. Delphi and its subsidiaries and affiliates (collectively, the "Company") had global 2005 net sales of approximately \$26.9 billion, and global assets as of December 31, 2005 of approximately \$17.0 billion.¹ At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer.

7. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and

¹ The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

8. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.² Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion.

9. The Debtors believe that the Company's financial performance has deteriorated because of (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

² Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

10. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major unions and GM had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

11. On March 31, 2006, the Company outlined the key tenets of its transformation plan. The Company believes that this plan will enable it to return to stable, profitable business operations and allow the Debtors to emerge from these chapter 11 cases in the first half of 2007. To complete their restructuring process, the Debtors must focus on five key areas. First, Delphi must modify its labor agreements to create a competitive arena in which to conduct business. Second, the Debtors must conclude their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company. Third, the Debtors must streamline their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus. Fourth, the Debtors must transform their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint. Finally, the Debtors must devise a workable solution to their current pension situation.

12. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of

its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

13. By this Motion, the Debtors seek an order under section 365 of the Bankruptcy Code and Bankruptcy Rule 6006 authorizing MobileAria to reject the Remaining Agreements, a list of which is attached hereto as Exhibit A, effective as of August 17, 2006. The Debtors further seek authority to assume the DPAC Agreement and to assign such agreement to Wireless Matrix, also effective as of August 17, 2006.

Basis For Relief

14. On June 6, 2006, MobileAria entered into that certain Asset Sale and Purchase Agreement with Wireless Matrix, which provided for the sale of substantially all of the assets of MobileAria to Wireless Matrix for \$6.5 million and other consideration, subject to the completion of a competitive bidding process. On the same day, the Debtors filed the Motion For Orders Under 11 U.S.C. §§ 363 And 365 And Fed. R. Bankr. P. 2002, 6004, 6006, And 9014 (a) Approving (i) Bidding Procedures, (ii) Certain Bid Protections, (iii) Form And Manner Of Sale Notices, And (iv) Sale Hearing Date And (b) Authorizing And Approving (i) Sale Of Certain Of The Debtors' Assets Comprising Substantially All Assets Of MobileAria, Inc. Free And Clear Of Liens, Claims, And Encumbrances, (ii) Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases, And (iii) Assumption Of Certain Liabilities (Docket No. 4040) (the "Sale Motion").

15. This Court held a hearing on certain aspects of the relief sought in the Sale Motion – specifically, the approval of bidding procedures, notice procedures, and certain bidding protections for Wireless Matrix – on June 19, 2006 and entered an order approving those bidding

procedures, notice procedures, and bidding protections on June 22, 2006 (the "Bidding Procedures Order"). Following entry of the Bidding Procedures Order, MobileAria provided the notice required under the Bidding Procedures Order and commenced the process of seeking higher or otherwise better offers for MobileAria's assets. These actions resulted in MobileAria's receipt of a qualifying competing bid from @Road, Inc. ("@Road") on June 28, 2006.

16. Therefore, in accordance with the Bidding Procedures Order, MobileAria held an auction on July 6, 2006, at which both @Road and Wireless Matrix participated and made subsequent bids. Following the conclusion of the auction, MobileAria's Board of Directors determined the final bid of @Road, which provided for the sale of substantially all of the assets of MobileAria to @Road for \$11.4 million and other consideration, to be the highest or otherwise best bid for MobileAria's assets and designated @Road as the "Successful Bidder" (as defined in the Sale Motion). MobileAria's Board of Directors also determined the final bid of Wireless Matrix, which provided for the sale of substantially all of the assets of MobileAria to @Road for \$11.2 million and other consideration (the "WM Bid"), to be the second highest or otherwise best bid for MobileAria's assets and designated Wireless Matrix as the "Alternate Bidder" (as defined in the Sale Motion).

17. On July 7, 2006, MobileAria and @Road entered into an Asset Sale and Purchase Agreement (the "@Road Agreement") providing for the sale of MobileAria's assets to @Road, subject to Court approval, on the terms of @Road's successful bid. Following negotiations and on the eve of the hearing to consider approval of the @Road Agreement,

however, @Road provided MobileAria with a letter purporting to terminate the @Road Agreement.³

18. This Court held a hearing to consider approval of the sale of MobileAria's assets to Wireless Matrix on the terms of the WM Bid⁴ on July 19, 2006 (the "Sale Hearing") and entered an order authorizing the sale of substantially all of the assets of MobileAria, and the concomitant assumption and assignment of the vast majority of MobileAria's executory contracts to Wireless Matrix, on July 21, 2006 (the "Sale Order"). MobileAria and Wireless Matrix anticipate consummating the transactions contemplated by the WM Agreement on or about July 31, 2006.

19. Following consummation of the transactions contemplated by the WM Agreement, MobileAria no longer will have any continuing operations, other than ministerial activities related to the wind-up of MobileAria. Accordingly, MobileAria has no use for the Remaining Agreements, and the Remaining Agreements do not provide any continuing benefits to MobileAria's estate.

20. MobileAria has determined, in its business judgment, that continued performance under the Remaining Agreements constitutes an unnecessary use of MobileAria's resources and that rejection of the Remaining Agreements is necessary. Immediate rejection of the Remaining Agreements will free MobileAria from any burdensome financial or other commitments required under the Remaining Agreements and will also allow MobileAria to proceed immediately with the process of winding up its business. For these reasons, MobileAria has determined, in the exercise of its business judgment, that rejection of the Remaining

³ MobileAria disputes the validity of @Road's purported termination of the @Road Agreement and reserves all of its rights and remedies with respect thereto.

⁴ MobileAria and Wireless Matrix entered into that certain Amended and Restated Asset Sale and Purchase Agreement dated as of July 20, 2006 (the "WM Agreement"), which memorializes the terms of the WM Bid.

Agreements is in the best interests of MobileAria, its estate, its creditors, and other parties-in-interest.

21. In addition, following entry of the Sale Order, MobileAria and Wireless Matrix began the process of preparing for consummation of the transactions contemplated by the WM Agreement, including the planning of an orderly transition of MobileAria's business to Wireless Matrix. In that process, MobileAria determined that the DPAC Agreement had inadvertently been excluded from the list of agreements to be assigned to Wireless Matrix upon the closing of the sale contemplated by the WM Agreement. As a result, DPAC did not receive a notice of assumption and assignment or a notice of cure amount as provided under the Bidding Procedures Order.

22. Pursuant to the DPAC Agreement, DPAC provides MobileAria with a certain driver which is incorporated into certain of MobileAria's products. MobileAria, following consultation with Wireless Matrix, determined that the DPAC Agreement should be assigned to Wireless Matrix and Wireless Matrix confirmed to MobileAria that it desired the assignment of the DPAC Agreement. Therefore, MobileAria hereby seeks to assume the DPAC Agreement and to assign its rights under that agreement to Wireless Matrix. MobileAria asserts that its obligations under sections 365(b) and 365(f) of the Bankruptcy Code will be fully met by the payment of \$25,000 to DPAC to cure an outstanding prepetition payment default. As was previously demonstrated at the Sale Hearing, DPAC is adequately assured of Wireless Matrix's future performance under the DPAC Agreement on account of Wireless Matrix's financial wherewithal and operational capabilities.⁵

⁵ Furthermore, MobileAria has discussed the assumption of the DPAC Agreement and assignment thereof to Wireless Matrix with DPAC prior to filing this Motion and has been assured by DPAC that DPAC consents to the assumption and assignment of the DPAC Agreement and agrees with MobileAria's proposed cure amount.

23. Finally, in light of the importance of the technology provided under the DPAC Agreement to MobileAria's products, MobileAria believes that the assignment of the DPAC Agreement is important to the sale of MobileAria's assets to Wireless Matrix. Absent such assignment, Wireless Matrix would likely be required to independently seek a similar agreement from DPAC and could attempt to assert a claim against MobileAria under the WM Agreement for Wireless Matrix's costs associated therewith. For these reasons, MobileAria has determined, in the exercise of its business judgment, that assumption and assignment of the DPAC Agreement is in the best interests of MobileAria, its estate, its creditors, and other parties-in-interest.

Applicable Authority

A. Rejection Of The Remaining Agreements

24. Section 365(a) of the Bankruptcy Code provides, in relevant part, that "the trustee, subject to the court's approval, may reject any executory contract or unexpired lease of the debtor. 11 U.S.C. § 365(a). Other than requiring court approval, Congress prescribed no guidelines limiting a debtor's discretion to reject the kind of executory contracts at issue in this Motion.

25. The Supreme Court has recognized "the traditional 'business judgment' standard applied by the courts to authorize rejection of the ordinary executory contract" under section 365(a), and it cited the Second Circuit's decision in In re Minges, 602 F.2d 38, 42-43 (2d Cir. 1979), as an example of the articulation of that standard. NLRB v. Bildisco and Bildisco, 465 U.S. 513, 523 (1984). In re Minges, in turn, mandates a "flexible" standard requiring only that the debtor exercise its discretion in the best interests of the estate and its creditors. In re Minges, 602 F.2d at 42-43. See also In re The Penn Traffic Co., 322 B.R. 63, 68 (Bankr.

S.D.N.Y. 2005) ("It is well established that the decision whether to assume or reject an executory contract under Section 365(a) is a matter of business judgment to be exercised in the best interests of the debtor in possession and its creditors.").

26. In all circumstances, the touchstone of the section 365(a) analysis is straightforward: "It is enough if, as a matter of business judgment, rejection of the burdensome contract may benefit the estate." In re Minges, 602 F.2d at 43 (emphasis added); accord In re Sundial Asphalt Co., 147 B.R. 72 (E.D.N.Y. 1992).

27. The purpose of section 365(a) of the Bankruptcy Code is to give the debtor the opportunity to go through its inventory of executory contracts and decide "which ones would be beneficial to adhere to and which ones would be beneficial to reject." Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.), 4 F.3d 1095, 1098 (2d Cir. 1993). When a debtor does so in a reasonable manner and in good faith, courts generally approve the debtor's decisions. See In re G Survivor Corp., 171 B.R. 755, 757 (Bankr. S.D.N.Y. 1994) ("Generally, absent a showing of bad faith, or an abuse of discretion, the debtor's business judgment will not be altered.").

28. In Orion Pictures, the Second Circuit stated that a bankruptcy court should "apply its best 'business judgment' to determine if it would be beneficial or burdensome to the estate" to reject or assume the contracts. In re Orion Pictures Corp., 4 F.3d at 1099. The Orion Pictures decision also cautions: "it is important to keep in mind that the bankruptcy court's 'business judgment' in deciding a motion to assume is just that —a judgment of the sort a businessman would make." Id. at 1099. In other words, the Court "sits as an overseer of the wisdom with which the bankruptcy estate's property is being managed by the trustee or debtor-in-possession." Id.

29. The vast majority of courts recognize that the business judgment standard is not a strict standard and presents a "low threshold" for the debtor to meet. See In re The Penn Traffic Co., 322 B.R. 63, 68 (Bankr. S.D.N.Y. 2005); Lubrizol Enters., Inc. v. Richmond Metal Finishers Inc., 756 F.2d 1043, 1047 (4th Cir. 1985) (collecting cases); In re W&L Assoc., Inc., 71 B.R. 962, 966 (Bankr. E.D. Pa. 1987) ("We do not consider the 'business judgment test' to be a strict standard to meet"); In re Fashion Two Twenty, Inc., 16 B.R. 784, 787 (Bankr. N.D. Ohio 1982) ("The less rigid 'business judgment' is favored by most Courts and is adopted as the proper standard herein."). "More exacting scrutiny would slow the administration of the debtor's estate and increase its cost, interfere with the Bankruptcy Code's provision for private control of administration of the estate, and threaten the court's ability to control a case impartially." Richmond Leasing Co. v. Capital Bank, N.A., 762 F.2d 1303, 1311 (5th Cir. 1985).

30. The Second Circuit's Orion Pictures decision also instructs that proceedings on a motion under 11 U.S.C. § 365(a) should be streamlined, consistent with the statutory purpose of allowing a debtor-in-possession to manage affairs efficiently in the best interests of the estate:

At heart, a motion [under section 365(a)] should be considered a summary proceeding, intended to efficiently review the trustee's or debtor's decision to adhere to or to reject a particular contract in the course of the swift administration of the bankruptcy estate. It is not the time or place for prolonged discovery or a lengthy trial with disputed issues.

Orion Pictures, 4 F.3d at 1098-99.

31. Courts have recognized that there are myriad reasons why a debtor might determine, reasonably, that the rejection of a contract "may benefit the estate," including, among other things, that: (a) the contract is uneconomical to complete according to its terms, (b) the contract is financially draining to the estate, and (c) rejection will make the debtor more

attractive to a prospective purchaser or investor. See In re Riodizio, 204 B.R. at 425; see also In re G Survivor Corp, 171 B.R. at 758 (listing possible factors).

32. Here, MobileAria has exercised its sound business judgment in determining to reject the Remaining Agreements. Following consummation of the transactions contemplated by the WM Agreement, MobileAria no longer will have any continuing operations, other than ministerial activities related to the wind-up of MobileAria. Thus, MobileAria has no use for the Remaining Agreements, and the Remaining Agreements do not provide any continuing benefits to MobileAria's estate. Immediate rejection of the Remaining Agreements will free MobileAria from any burdensome financial or other commitments required under the Remaining Agreements and will also allow MobileAria to proceed immediately with the process of winding up its business. Therefore, MobileAria believes that immediate rejection of the Remaining Agreements is in the best interests of MobileAria, its estate, its creditors, and other parties in interest.

B. Assumption And Assignment Of The DPAC Agreement

1. Section 365(f)(2) of the Bankruptcy Code provides that:

[t]he trustee may assign an executory contract or unexpired lease of the debtor only if –

(A) the trustee assumes such contract or lease in accordance with the provisions of this section; and

(B) adequate assurance of future performance by the assignee of such contract or lease is provided, whether or not there has been a default in such contract or lease.

11 U.S.C. § 365(f)(2).

2. Under section 365(a) of the Bankruptcy Code, a debtor "subject to the court's approval, may assume or reject any executory contract or unexpired lease of the debtor."

11 U.S.C. § 365(a). Section 365(b)(1) of the Bankruptcy Code, in turn, codifies the requirements for assuming an unexpired lease or executory contract of a debtor. It provides:

(b)(1) If there has been a default in an executory contract or unexpired lease of the debtor, the trustee may not assume such contract or lease unless, at the time of the assumption of such contract or lease, the trustee –

(A) cures, or provides adequate assurance that the trustee will promptly cure, such default;

(B) compensates, or provides adequate assurances that the trustee will promptly compensate, a party other than the debtor to such contract or lease, for any actual pecuniary loss to such party resulting from such default; and

(C) provides adequate assurance of future performance under such contract or lease.

11 U.S.C. § 365(b)(1).

33. Courts give the phrase "adequate assurance of future performance" a "practical, pragmatic construction." See In re Sanshoe Worldwide Corp., 139 B.R. 585, 592 (S.D.N.Y. 1992) (adequate assurance should be "determined under the facts of each particular case"); see also In re Fifth Avenue Originals, 32 B.R. 648, 652 (Bankr. S.D.N.Y. 1983) (holding that adequate assurance was furnished on two separate grounds). Courts have consistently held that the phrase does not require "total" assurance. In re Natco Industries, Inc., 54 B.R. 436, 440 (Bankr. S.D.N.Y. 1985) ("[I]t does not mean absolute insurance that the debtor will thrive and make a profit."); In re Prime Motor Inns Inc., 166 B.R. 993, 997 (Bankr. S.D. Fla. 1994) ("[a]lthough no single solution will satisfy every case, the required assurance will fall considerably short of an absolute guarantee of performance."). In fact, adequate assurance has been provided by demonstrating the assignee's financial health and experience in managing the type of enterprise or property assigned. See In re Bygraph, Inc., 56 B.R. 596, 605-06 (Bankr.

S.D.N.Y. 1986) (adequate assurance of future performance is present when prospective assignee of lease from debtor has financial resources and has expressed willingness to devote sufficient funding to the business to give it strong likelihood of succeeding).

34. As noted above, DPAC provides MobileAria with a certain driver which is incorporated into certain of MobileAria's products pursuant to the DPAC Agreement. MobileAria, following consultation with Wireless Matrix, determined that the DPAC Agreement should be assigned to Wireless Matrix and Wireless Matrix confirmed to MobileAria that it desired the assignment of the DPAC Agreement. In light of the importance of the technology provided under the DPAC Agreement to MobileAria's products, MobileAria believes that the assignment of the DPAC Agreement is important to the sale of MobileAria's assets to Wireless Matrix. Absent such assignment, Wireless Matrix would likely be required to independently seek a similar agreement from DPAC and could attempt to assert a claim against MobileAria under the WM Agreement for its costs associated therewith. Therefore, MobileAria hereby seeks to assume the DPAC Agreement and to assign its rights under that agreement to Wireless Matrix.

35. MobileAria asserts that its obligations under sections 365(b) and 365(f) of the Bankruptcy Code will be fully met by the payment of \$25,000 to DPAC to cure an outstanding prepetition payment default. As was previously demonstrated at the Sale Hearing at which this Court approved the assumption and assignment of numerous executory contracts to Wireless Matrix, DPAC is adequately assured of Wireless Matrix's future performance under the DPAC Agreement on account of Wireless Matrix's financial wherewithal and operational capabilities. Furthermore, MobileAria has been advised by DPAC that it consents to the

assumption and assignment of the DPAC Agreement to Wireless Matrix. MobileAria has also been advised by DPAC that it agrees with MobileAria's proposed cure amount.

36. For these reasons, MobileAria has determined, in the exercise of its business judgment, that assumption and assignment of the DPAC Agreement is in the best interests of MobileAria, its estate, its creditors, and other parties-in-interest.

C. Waiver Of The Ten-Day Stay Provided By Bankruptcy Rule 6006

37. Bankruptcy Rule 6006(d) provides: "An order authorizing the trustee to assign an executory contract or unexpired lease under § 365(f) is stayed until the expiration of 10 days after the entry of the order, unless the court orders otherwise." Courts in this district have waived these ten-day stays upon a showing of business need. See In re Adelphia Commc'ns Corp., 327 B.R. 143, 175 (Bankr. S.D.N.Y. 2005) ("As I find that the required business need for a waiver has been shown, the order may provide for a waiver of the 10-day waiting period under Fed. R. Bankr.P. 6004(g)."); In re PSINet Inc., 268 B.R. 358, 379 (Bankr. S.D.N.Y. 2001) (requiring demonstration of "a business exigency" for waiver of ten-day stays under Bankruptcy Rules 6004(g) and 6006(d)). In general, courts will grant waivers when doing so is important to the debtor's financial health. See In re Second Grand Traverse School, 100 Fed.Appx. 430, 434-35 (6th Cir. 2004) (affirming decision waiving ten-day stay because "time was of the essence"); In re Decora Industries, Inc., Case No. 00-4459 (JJF), 2002 WL 32332749, at *9 (D. Del. May 20, 2002) ("[T]he Court understands that an immediate closing is required to remedy Debtors' precarious financial and business position. Accordingly, the Court will waive the Rules 6004(g) and 6006(d), allowing the parties to close.").

38. As described above, MobileAria and Wireless Matrix intend to consummate the transactions contemplated by the WM Agreement on or about July 31, 2006. MobileAria

believes that the technology provided under the DPAC Agreement is very important to MobileAria's products and that the assignment of the DPAC Agreement is important to the sale of MobileAria's assets to Wireless Matrix. Accordingly, MobileAria believes that it is imperative that the assignment of the DPAC Agreement to Wireless Matrix be effective immediately upon entry of an order authorizing the assignment and that cause therefore exists for this Court to waive the ten-day stay provided by Bankruptcy Rule 6006.

Notice Of Motion

39. Notice of this Motion has been provided in accordance with the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006 (Docket No. 3824). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

40. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (a) authorizing MobileAria to reject the Remaining Agreements effective as of August 17, 2006, (b) authorizing MobileAria to assume the DPAC Agreement and assign the DPAC Agreement to Wireless Matrix effective as of August 17, 2006, and (c) granting them such other and further relief as is just.

Dated: New York, New York
July 28, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT A

REMAINING AGREEMENTS

AGREEMENT	CONTACT/PARTY ADDRESS
Fleet Telematics Services Agreement effective December 30, 2004 between MobileAria, Inc. and Austin Powder Company	Austin Powder Company 25800 Science Park Drive Cleveland, OH 44122
Emergency Call Center Services Agreement effective April 24, 2003 between MobileAria, Inc. and Cross Country Global ITS Services, Corp.	Cross Country Global ITS Services Corp. One Cabot Road Medford, MA 02155 Cross Country Global ITS Services Corp. Attn: Peter Van Alstine 4040 Mystic Valley Parkway Medford, MA 02155
Consulting Agreement between MobileAria, Inc. and C.J. Driscoll & Associates dated September 8, 2005	CJ Driscoll & Associates 2636 Via Carrillo Palos Verdes Estates, CA 90274
Computer Consulting and Programming Services (On- Shore/Off-shore) Master Agreement between MobileAria, Inc. and Mascon IT Limited dated September 10, 2004	Srini M. Sundaram Mascon IT Limited 1699 E. Woodfield Road, Suite 200 Schaumburg, IL 60173
Consulting Agreement between North American Mobile Solutions, LLC and MobileAria, Inc. dated effective September 1, 2005	North American Mobile Solutions, LLC 3200 Steeple Pointe Place Flower Mound, TX 75022
Consulting Services Agreement between MobileAria, Inc. and Saama Technologies, Inc. dated February 23, 2001	Saama Technologies, Inc. 6203 San Ignacio Boulevard, St 101 San Jose, CA 95119
Assistance Agreement between Delco Electronics Corporation (n/k/a Delphi Automotive Systems LLC) and MobileAria, Inc. dated December 2000	Delco Electronics Corporation/Delphi Automotive Systems LLC Attn: Carlos Peredo, Venture Development Director P.O. Box 9005 Kokomo, IN 46904-9005 Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902
Management Rights Agreement between MobileAria, Inc. and Mayfield Xi and Mayfield XI Qualified dated August 17, 2000	Janice Roberts Mayfield Principals Fund II LLC, Mayfield XI, L.P., Mayfield XI Qualified L.P. 2800 Sand Hill Road #240 Menlo Park, CA 94025

AGREEMENT	CONTACT/PARTY ADDRESS
Amended and Restated Investor Rights Agreement by and among MobileAria, Inc., the Common Holders, Series A Holders and the Purchasers (all as defined therein) dated August 15, 2002	Janice Roberts Mayfield Principals Fund II LLC, Mayfield XI, L.P., Mayfield XI Qualified L.P., Mayfield Associates Fund V LP 2800 Sand Hill Road #240 Menlo Park, CA 94025
	Delphi Automotive Systems LLC 1441 W. Long Lake P.O. Box 5090 Troy, MI 48098-5090
	Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902
	Dan Kolkowitz 26830 Elena Road Los Altos, CA 94022-3314
	Thomas O'Gara Family Trust c/o Thomas O'Gara and Paul Wassenaar, Esq. 2223 Avenida Dela Playa #104 La Jolla, CA 92037
	Thomas O'Gara 88833 West Olympic Blvd Beverly Hills CA, 90212
	Tom O'Gara, Trustee 112 Price Lane Bellevue, Idaho 83313
	Palm, Inc. Attn: Jon Shanberge 950 W. Maude Ave. Sunnyvale, CA 94085
	Palm, Inc. Attn: Gabriel Acosta-Lopez 5470 Great America Parkway Santa Clara, CA 95052-8007

AGREEMENT	CONTACT/PARTY ADDRESS
Amended and Restated Right of First Refusal and Co-Sale Agreement by and among MobileAria, Inc., the Common Holders, Series A Holders and the Series B Holders (all as defined therein) dated August 15, 2002	<p>Janice Roberts Mayfield Principals Fund II LLC, Mayfield XI, L.P., Mayfield XI Qualified L.P., Mayfield Associates Fund V LP 2800 Sand Hill Road #240 Menlo Park, CA 94025</p>
	<p>Delphi Automotive Systems LLC 1441 W. Long Lake P.O. Box 5090 Troy, MI 48098-5090</p>
	<p>Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902</p>
	<p>Dan Kolkowitz 26830 Elena Road Los Altos, CA 94022-3314</p>
	<p>Thomas O’Gara Family Trust c/o Thomas O’Gara and Paul Wassenaar, Esq. 2223 Avenida Dela Playa #104 La Jolla, CA 92037</p>
	<p>Thomas O’Gara 88833 West Olympic Blvd Beverly Hills CA, 90212</p>
	<p>Tom O’Gara, Trustee 112 Price Lane Bellevue, Idaho 83313</p>
	<p>Palm, Inc. Attn: Jon Shanberge 950 W. Maude Ave. Sunnyvale, CA 94085</p>
	<p>Palm, Inc. Attn: Gabriel Acosta-Lopez 5470 Great America Parkway Santa Clara, CA 95052-8007</p>

AGREEMENT	CONTACT/PARTY ADDRESS
<p>Amended and Restated Voting Agreement by and among MobileAria, Inc., the Common Holders, Series A Holders and the Series B Holders (all as defined therein) dated August 15, 2002</p>	<p>Janice Roberts Mayfield Principals Fund II LLC, Mayfield XI, L.P., Mayfield XI Qualified L.P., Mayfield Associates Fund V LP 2800 Sand Hill Road #240 Menlo Park, CA 94025</p> <p>Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902</p> <p>Delphi Automotive Systems LLC 1441 W. Long Lake P.O. Box 5090 Troy, MI 48098-5090</p> <p>Dan Kolkowitz 26830 Elena Road Los Altos, CA 94022-3314</p> <p>Thomas O’Gara Family Trust c/o Thomas O’Gara and Paul Wassenaar, Esq. 2223 Avenida Dela Playa #104 La Jolla, CA 92037</p> <p>Thomas O’Gara 88833 West Olympic Blvd Beverly Hills CA, 90212</p> <p>Tom O’Gara, Trustee 112 Price Lane Bellevue, Idaho 83313</p> <p>Palm, Inc. Attn: Jon Shanberge 950 W. Maude Ave. Sunnyvale, CA 94085</p> <p>Palm, Inc. Attn: Gabriel Acosta-Lopez 5470 Great America Parkway Santa Clara, CA 95052-8007</p>
<p>Amended and Restated Warrant to Purchase Preferred Stock between MobileAria, Inc. and Thomas M. O’Gara Family Trust dated April 19, 2002</p>	<p>Thomas O’Gara Family Trust c/o Thomas O’Gara and Paul Wassenaar, Esq. 2223 Avenida Dela Playa #104 La Jolla, CA 92037</p> <p>Thomas O’Gara 88833 West Olympic Blvd Beverly Hills CA, 90212</p> <p>Tom O’Gara, Trustee 112 Price Lane Bellevue, Idaho 83313</p>

AGREEMENT	CONTACT/PARTY ADDRESS
Amended and Restated Warrant to Purchase Preferred Stock between MobileAria, Inc. and Thomas M. O'Gara Family Trust dated April 19, 2002	<p>Thomas O'Gara Family Trust c/o Thomas O'Gara and Paul Wassenaar, Esq. 2223 Avenida Dela Playa #104 La Jolla, CA 92037</p> <p>Thomas O'Gara 88833 West Olympic Blvd Beverly Hills CA, 90212</p> <p>Tom O'Gara, Trustee 112 Price Lane Bellevue, Idaho 83313</p>
Amended and Restated Warrant to Purchase Preferred Stock between Seller and Mayfield Associates Fund V LP dated April 19, 2002	<p>Janice Roberts Mayfield Associates Fund V L.P. 2800 Sand Hill Road #240 Menlo Park, CA 94025</p>
Amended and Restated Warrant to Purchase Preferred Stock between Seller and Mayfield Principals Fund II LLC dated April 19, 2002	<p>Janice Roberts Mayfield Principals Fund II LLC 2800 Sand Hill Road #240 Menlo Park, CA 94025</p>
Amended and Restated Warrant to Purchase Preferred Stock between Seller and Mayfield XI, LP dated April 19, 2002	<p>Janice Roberts Mayfield XI, L.P. 2800 Sand Hill Road #240 Menlo Park, CA 94025</p>
Amended and Restated Warrant to Purchase Preferred Stock between Seller and Mayfield XI Qualified LP dated April 19, 2002	<p>Janice Roberts Mayfield XI Qualified L.P. 2800 Sand Hill Road #240 Menlo Park, CA 94025</p>
Amended and Restated Warrant to Purchase Preferred Stock between MobileAria, Inc. and Delphi Automotive Systems LLC dated April 19, 2002	<p>Delphi Automotive Systems LLC 1441 W. Long Lake P.O. Box 5090 Troy, MI 48098-5090</p> <p>Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902</p>
Warrant to Purchase Preferred Stock between MobileAria, Inc. and Thomas M. O'Gara Family Trust dated May 31, 2002	<p>Thomas O'Gara Family Trust c/o Thomas O'Gara and Paul Wassenaar, Esq. 2223 Avenida Dela Playa #104 La Jolla, CA 92037</p> <p>Thomas O'Gara 88833 West Olympic Blvd Beverly Hills CA, 90212</p> <p>Tom O'Gara, Trustee 112 Price Lane Bellevue, Idaho 83313</p>

AGREEMENT	CONTACT/PARTY ADDRESS
Warrant to Purchase Preferred Stock between MobileAria, Inc. and Thomas M. O'Gara Family Trust dated May 31, 2002	<p>Thomas O'Gara Family Trust c/o Thomas O'Gara and Paul Wassenaar, Esq. 2223 Avenida Dela Playa #104 La Jolla, CA 92037</p> <p>Thomas O'Gara 88833 West Olympic Blvd Beverly Hills CA, 90212</p> <p>Tom O'Gara, Trustee 112 Price Lane Bellevue, Idaho 83313</p>
Business Development Agreement between MobileAria, Inc. and Palm, Inc. dated October 2000.	<p>Palm, Inc. Attn: Jon Shanberge 950 W. Maude Ave. Sunnyvale, CA 94085</p> <p>Palm, Inc. Attn: Gabriel Acosta-Lopez 5470 Great America Parkway Santa Clara, CA 95052-8007</p> <p>Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902</p>
Business Development Agreement between MobileAria, Inc. and Delphi Automotive Systems LLC dated October 2000.	<p>Delphi Automotive Systems LLC 1441 W. Long Lake P.O. Box 5090 Troy, MI 48098-5090</p> <p>Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902</p>
Limited Software License Agreement between MobileAria, Inc. and Delphi Automotive Systems LLC dated May, 2001	<p>Delphi Automotive Systems LLC 1441 W. Long Lake P.O. Box 5090 Troy, MI 48098-5090</p> <p>Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902</p>
Master Agreement effective September 21, 2001 between MobileAria, Inc. and Forrester Research Inc.	<p>Forrester Research Inc. 400 Technology Square Cambridge, MA 02139</p>

AGREEMENT	CONTACT/PARTY ADDRESS
International Value Added Reseller Agreement entered into February 14, 2003 between Orbcomm LLC and MobileAria, Inc., as amended by the Letter Renewal to the US Value Added Reseller Agreement between MobileAria, Inc. and Orbcomm LLC dated May 10, 2006.	Orbcomm LLC 21700 Atlantic Blvd. Dulles, Virginia 20166
Source Code License Agreement between MobileAria, Inc. and Sierra Wireless USA, Inc. dated May 17, 2005.	Sierra Wireless USA, Inc. Attn: Chief Technical Officer 2290 Cosmos Court Carlsbad, CA 92009

Hearing Date and Time: August 17, 2006 at 10:00 a.m.
Objection Deadline: August 10, 2006 at 4:00 p.m.

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Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF MOTION FOR ORDER UNDER 11 U.S.C. § 365 AND FED. R. BANKR. P. 6006
AUTHORIZING (I) REJECTION OF REMAINING EXECUTORY CONTRACTS
OF MOBILEARIA, INC. AND (II) ASSUMPTION AND ASSIGNMENT
OF EXECUTORY CONTRACT WITH DPAC TECHNOLOGIES CORP.

PLEASE TAKE NOTICE that on July 28, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing (I) Rejection Of Remaining Executory Contracts Of MobileAria, Inc. And (II) Assumption And Assignment Of Executory Contract With DPAC Technologies Corp. (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on August 17, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006 (Docket No. 3824) (the "Seventh Supplemental Case Management Order"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the

postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), and (vi) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time)** on **August 10, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Seventh Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Seventh Supplemental Case Management Order, the Bankruptcy Court may enter a final order granting the Motion without further notice

Dated: New York, New York
July 28, 2006

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
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By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
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Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

ORDER UNDER 11 U.S.C. § 365 AND FED. R. BANKR. P. 6006
AUTHORIZING (I) REJECTION OF REMAINING
EXECUTORY CONTRACTS OF MOBILEARIA, INC. AND
(II) ASSUMPTION AND ASSIGNMENT OF EXECUTORY
CONTRACT WITH DPAC TECHNOLOGIES CORP.

("MOBILEARIA CONTRACTS ORDER")

Upon the motion, dated July 28, 2006 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 authorizing MobileAria, Inc. ("MobileAria") to (i) reject the executory contracts listed on Exhibit A hereto (collectively, the "Remaining Agreements") effective as of August 17, 2006 and (ii) (a) assume that certain Agreement For Software Development, dated April 20, 2005, between DPAC Technologies Corp. ("DPAC") and MobileAria (the "DPAC Agreement") and (b) assign such agreement to Wireless Matrix USA, Inc. ("Wireless Matrix"); and upon the record of the hearing held on the Motion; and after due deliberation thereon, and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:

A. The Debtors have exercised reasonable business judgment in seeking authorization to reject the Remaining Agreements.

B. The Debtors have exercised reasonable business judgment in seeking authorization to assume the DPAC Agreement and to assign the DPAC Agreement to Wireless Matrix.

C. MobileAria has (i) cured, or has provided adequate assurance of cure, of any monetary or non-monetary default existing prior to the date of this Order under the DPAC Agreement, within the meaning of 11 U.S.C. § 365(b)(1)(A), by the payment of the sum of \$25,000.00 to DPAC, and (ii) provided compensation or adequate assurance of compensation to any party for any actual pecuniary loss to such party resulting from a default prior to the date hereof under the DPAC Agreement, within the meaning of 11 U.S.C. § 365(b)(1)(B) ("Cure").

D. Wireless Matrix has provided adequate assurance of its future performance of and under the DPAC Agreement, within the meaning of 11 U.S.C. §§ 365(b)(1)(C) and 365(f)(2)(B).

E. The DPAC Agreement shall be assigned and transferred to and remain in full force and effect for the benefit of Wireless Matrix notwithstanding any provision in DPAC Agreement or other restrictions prohibiting its assignment or transfer, pursuant to 11 U.S.C. § 365(f).

F. The relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest.

G. The notice given by the Debtors of the Motion and the hearing thereon constitutes due and sufficient notice thereof.

H. Good and sufficient cause has been shown for the entry of this Order.

THEREFORE, IT IS ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Effective as of August 17, 2006, each of the Remaining Agreements shall be rejected by MobileAria pursuant to section 365(a) of the Bankruptcy Code.
3. Any person (as defined in section 101(41) of the Bankruptcy Code) or governmental unit asserting any claim arising from the rejection of any of the Remaining Agreements shall be required to file a proof of claim on account of such claim against MobileAria, or any of the other Debtors against which such person or governmental unit asserts such claim, on or before September 18, 2006. Any such proofs of claim must be filed in accordance with the provisions of the Order Under 11 U.S.C. §§ 107(b), 501, 502, And 1111(a) And Fed. R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof dated April 12, 2006 (Docket No. 3206).
4. Effective as of August 17, 2006, the DPAC Agreement shall be assumed by MobileAria and assigned by MobileAria to Wireless Matrix pursuant to section 365 of the Bankruptcy Code, and the requirements of 11 U.S.C. §§ 365(b)(1) and 365(f) with respect thereto are hereby deemed satisfied.

5. The DPAC Agreement shall be transferred to, and remain in full force and effect for the benefit of, Wireless Matrix in accordance with its terms, notwithstanding any provision in such DPAC Agreement (including those of the type described in sections 365(b)(2) and (f) of the Bankruptcy Code) that prohibits, restricts, or conditions such assignment or transfer and, pursuant to 11 U.S.C. § 365(k), MobileAria shall be relieved from any further liability with respect to the DPAC Agreement after such assignment to and assumption by Wireless Matrix, except for the cure of any defaults required to be cured by MobileAria pursuant to 11 U.S.C. § 365(b) as expressly provided herein.

6. All monetary or non-monetary defaults or other obligations of MobileAria under the DPAC Agreement arising or accruing prior to the date hereof (without giving effect to any acceleration clauses or any default provisions of the kind specified in section 365(b)(2) of the Bankruptcy Code) shall be cured by MobileAria as soon thereafter as practicable by the payment of Cure, and Wireless Matrix shall have no liability or obligation with respect to any liens, claims, interests, and encumbrances of any type whatsoever arising from the DPAC Agreement that arose or accrued prior to the date hereof (including, without limitation, Cure), except as otherwise expressly provided in that certain Amended and Restated Asset Sale and Purchase Agreement dated as of July 20, 2006 by and between Wireless Matrix and MobileAria. DPAC is deemed to have consented to the assumption and assignment of the DPAC Agreement to Wireless Matrix and is forever barred from asserting any default existing as of the date hereof or any purported written or oral modification to the DPAC Agreement.

7. DPAC hereby is forever barred, estopped, and permanently enjoined from (a) asserting against MobileAria or Wireless Matrix, or the property of either of them, any default existing, arising, or accruing on or before the date hereof, (b) asserting against Wireless Matrix any counterclaim, defense, setoff, or any other lien, claim, interest, or encumbrance of any type whatsoever asserted or assertable against MobileAria, and (c) imposing or charging against Wireless Matrix any rent accelerations, assignment fees, increases, or any other fees as a result of MobileAria's assumption and assignment to Wireless Matrix of the DPAC Agreement. The validity of the assumption and assignment of the DPAC Agreement shall not be affected by any dispute between MobileAria or any of its affiliates and DPAC.

8. The failure of MobileAria or Wireless Matrix to enforce at any time one or more terms or conditions of the DPAC Agreement shall not be a waiver of such terms or conditions, or of MobileAria's and Wireless Matrix's rights to enforce every term and condition of the DPAC Agreement.

9. Notwithstanding any provision of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, or the Federal Rules of Bankruptcy Procedure to the contrary, this Order shall take effect immediately upon entry.

10. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

11. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
August __, 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT E

Hearing Date and Time: August 17, 2006, 10:00 a.m.
Objection Deadline: August 10, 2006, 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:		
In re	:	Chapter 11	
	:		
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)	
	:		
	:	(Jointly Administered)	
Debtors.	:		
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MOTION FOR APPROVAL OF JOINT INTEREST AGREEMENT BETWEEN
DEBTORS AND OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS
AND IMPLEMENTATION OF PROTECTIVE ORDER WITH RESPECT THERETO

("EQUITY COMMITTEE JOINT INTEREST AGREEMENT MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession (collectively, the "Debtors"), hereby submit this motion (the "Motion") for an order (a) approving the form of the Joint Interest Agreement with the Official Committee of Equity Security Holders, substantially in the form attached hereto as Exhibit A (the "Joint Interest Agreement"), and (b) implementing a protective order with respect to information and documents produced pursuant to the Joint Interest Agreement. In support of the Motion, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases.

2. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (the "Equity Committee").

3. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 105, 107, and 1103 of the Bankruptcy Code and rules 7026 and 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Current Business Operations Of The Debtors

5. Delphi and its subsidiaries and affiliates (collectively, the "Company") had global 2005 net sales of approximately \$26.9 billion, and global assets as of December 31, 2005 of approximately \$17.0 billion.¹ At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer.

7. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-

¹ The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

8. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.² Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion.

9. The Debtors believe that the Company's financial performance has deteriorated because of (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

10. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions

² Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

with its major unions and GM had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

11. On March 31, 2006, the Company outlined the key tenets of its transformation plan. The Company believes that this plan will enable it to return to stable, profitable business operations and allow the Debtors to emerge from these chapter 11 cases in the first half of 2007. To complete their restructuring process, the Debtors must focus on five key areas. First, Delphi must modify its labor agreements to create a competitive arena in which to conduct business. Second, the Debtors must conclude their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company. Third, the Debtors must streamline their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus. Fourth, the Debtors must transform their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint. Finally, the Debtors must devise a workable solution to their current pension situation.

12. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

13. On March 30, 2006, this Court directed the U.S. Trustee to form an official equity committee with a limited scope. Among the specific subject matters included by the Court within the Equity Committee's purview are matters relating to GM, including any agreements that the Debtors may reach with GM (but without the Equity Committee injecting itself into negotiations between the Debtors and GM). (See Docket No. 3024.) After obtaining guidance from the Court in a recent chambers conference in which representatives of the Debtors and the Equity Committee participated, the Debtors have determined that they will share material confidential and privileged information with the Equity Committee (the "Information") and consult with the Equity Committee regarding certain potential claims and defenses held by the Debtors against GM (the "GM Claims"). The Debtors believe that it is in the best interests of their estates to provide such Information to certain designees of the Equity Committee to keep the Equity Committee appropriately informed and in a position to fulfill one of the principal purposes contemplated by this Court when this Court directed that the Equity Committee be formed. The Debtors believe that they share common interests with the Equity Committee in respect of the GM Claims, and intend through the Joint Interest Agreement that any and all sharing of Information pursuant to the Joint Interest Agreement be protected pursuant to the "common interest" or "joint defense" doctrine, to the fullest extent such protection is available under applicable case law, subject to the provisions of the Joint Interest Agreement.

14. By this Motion, the Debtors therefore seek (a) approval of the proposed form of Joint Interest Agreement with the Equity Committee, and (b) entry of a protective order with respect to information and documents produced pursuant to the Joint Interest Agreement.

Basis For Relief

A. Joint Interest Agreement

15. As indicated above, the Debtors believe that it is in the best interests of their estates to provide to the Equity Committee with the Information. Under the terms of the Joint Interest Agreement, any non-public information and documents provided to the Equity Committee related to the GM Claims, whether written or oral, including by virtue of any designees of the Equity Committee (each a "Reviewing Party") will be deemed confidential information, and will be subject to the provisions of the Joint Interest Agreement. The Debtors' sharing of the Information with the Equity Committee pursuant to the terms of the Joint Interest Agreement will not constitute a waiver of attorney-client, attorney work-product doctrine, or similar privilege under the common-interest doctrine. Consequently, the Debtors' provision of Information to the Equity Committee pursuant to the Joint Interest Agreement shall not confer upon any third party the right to obtain such Information, nor shall it limit the right of any party, including the Equity Committee, to Information that is otherwise discoverable to the extent it is ordered by this Court or any other court of competent jurisdiction in litigation authorized by this Court.³

16. The Debtors propose that any information that they provide to the Equity Committee regarding the GM Claims would be subject to the terms and conditions relating to information-sharing and confidentiality as set forth in the Joint Interest Agreement and that the Joint Interest Agreement apply only to the GM Claims. The Joint Interest Agreement, and the proposed order, will neither expand nor narrow the common interest privilege available to the Debtors and the Equity Committee. Rather, the Joint Interest Agreement will allow the Debtors

³ The Debtors intend to maintain a privilege log identifying privileged documents provided to the Equity Committee pursuant to the Joint Interest Agreement and the proposed order.

to share information with the Equity Committee under the fullest protections offered by applicable law.

17. The Debtors seek approval of the terms and conditions of the Joint Interest Agreement and, accordingly, seek entry of the proposed order. The Debtors submit that the cooperative process described in the Joint Interest Agreement will result in an efficient and cost effective review of potential claims held by the Debtors against GM, and will protect the Debtors' interests. The Debtors request that nothing in the proposed order or the Joint Interest Agreement limit, modify, or otherwise diminish the Debtors or the Equity Committee's rights and powers under applicable law, including the rights of the Equity Committee to seek Information from the Debtors that the Debtors do not voluntarily produce, provided, however, that all defenses the Debtors may have to any such involuntary production are not diminished by the Joint Interest Agreement or the proposed order entered by this Court.

18. No additional discovery by the Equity Committee in respect of matters that are related to the GM Claims will be permitted unless (a) this Court has issued an appropriate order, after the Debtors and the Equity Committee have met and conferred on the subject matter of the discovery and a telephonic status conference has been held before this Court pursuant to section 105(d) of the Bankruptcy Code, (b) the Debtors and the Equity Committee have otherwise agreed, or (c) in connection with a contested hearing adjudicating a motion initiated by the Debtors, such discovery is permissible under the Federal Rules of Civil Procedure or the Bankruptcy Rules, provided, however, that all rights and defenses with respect thereto are reserved.

19. The Debtors also request that nothing in the Joint Interest Agreement be deemed to affect the separate and independent representation of the Debtors and the Equity

Committee by their respective counsel and that nothing be deemed to create an attorney-client relationship between any attorney and anyone other than the client who hired that attorney. The Debtors will acknowledge that the sharing of information pursuant to the Joint Interest Agreement will not be a basis for disqualification of the Equity Committee's counsel.

20. To the extent that there are material changes to the form of the Joint Interest Agreement attached hereto, prior to the hearing on this Motion the Debtors will provide a copy of the final Joint Interest Agreement to this Court, the U.S. Trustee, and any party requesting, in writing, a copy of such agreement from the Debtors.

B. Joint Interest Agreement Protective Order

21. The Debtors further seek an order, pursuant to 11 U.S.C. §§ 105, 107, and 1103 and Bankruptcy Rules 7026 and 9018, preserving for the benefit of the Debtors' estates certain protections and privileges (the "Privileges") notwithstanding the limited disclosure of certain confidential, and at times privileged, information and documents produced pursuant to the Joint Interest Agreement.

22. The power to exercise or waive a debtor's attorney-client privilege, like other valuable property of a debtor's estate, vests in the trustee, or as is applicable in this case, the debtor-in-possession. See Commodity Futures Trading Comm'n v. Weintraub, 471 U.S. 343, 354 (1985) ("In summary, we conclude that vesting in the trustee control of the corporation's attorney-client privilege most closely comports with the allocation of the waiver power to management outside of bankruptcy without in any way obstructing the careful design of the Bankruptcy Code.").

23. Bankruptcy courts have recognized that, in certain circumstances, the attorney-client and similar privileges may be shared between the debtor and its official

committees without waiving the privilege as to other parties, as the court in In re Mortgage & Realty Trust, 212 B.R. 649 (Bankr. C.D. Cal. 1997) explained:

Bankruptcy cases frequently involve parties who share common commercial interests, but whose interests in other respects may be very different. This is especially true when the parties at issue are a debtor in possession under chapter 11 and a committee of creditors. The debtor in possession and the committee of creditors share a duty to maximize the debtor's estate In order to permit the committee to carry out [its] duties, the debtor must be able to provide information to the committee free of the risk that the committee may be forced to disgorge such information to adverse third parties. A communication in furtherance of this common legal interest with that of the debtor is entitled to the protection of the attorney-client privilege, unless its confidentiality has been waived.

Id. at 653 (citations omitted) (holding that communication of privileged information shared between debtor and committee did not waive privilege with respect to information).

24. Moreover, section 107 of the Bankruptcy Code as well as Bankruptcy Rule 9018 serve to protect confidential information from disclosure. See In re Bell & Beckwith, 198 B.R. 265, 270 (Bankr. N.D. Ohio 1996) (denying motion to release confidential records from seal). The court in Bell & Beckwith also expressly relied on Fed. R. Civ. P. 26, made applicable in bankruptcy cases by Bankruptcy Rule 7026, which empowers the court to "make any order which justice requires to protect a party" from the disclosure of confidential information. Id. at 267.

25. In this case, even though the Debtors and the Equity Committee are separate fiduciaries with distinct fiduciary duties, they share a common interest and fiduciary duty in preserving the continued confidentiality of the Information as it is an estate asset. To that end, the Debtors and the Equity Committee agree that the relief requested in the Motion should be granted. Moreover, as set forth in the Joint Interest Agreement, the Equity Committee has agreed to preserve the confidentiality of the Information and further agreed to use the Information solely for the purposes set forth in that agreement.

26. To ensure flexibility in reviewing the potential GM Claims, the Debtors should not be precluded from making future waivers of applicable privileges if such waivers are specific and narrowly-tailored for the intended purpose. See In re Grand Jury Proceedings, 78 F.3d 251, 255 (6th Cir. 1996) (drawing distinction between what is waived and what remains privileged, notwithstanding voluntary disclosure); In re Von Bulow, 828 F.2d 94, 102 (2d Cir. 1987) ("Applying the fairness doctrine, we hold therefore that the extrajudicial disclosure of an attorney-client communication – one not subsequently used by the client in a judicial proceeding to his adversary's prejudice – does not waive the privilege as to the undisclosed portions of the communications."); Diversified Indus., Inc. v. Meredith, 572 F.2d 596, 611 (8th Cir. 1978) (en banc) (finding that limited waiver of attorney-client privilege occurred with respect to document disclosed to SEC); Chamberlain Mfg. Corp. v. Maremont Corp., No. 90 C 7127, 1993 WL 11885, at *3 n.2 (N.D. Ill. 1993) (noting that "the better rule" allows a limited waiver).

27. Furthermore, the Debtors request that this Court retain jurisdiction over this matter. Given the nature of the Information, any litigation arising in connection with the potential GM Claims may be significant and time-consuming. Thus, this Court's retention of jurisdiction over the Joint Interest Agreement and the relief requested herein is critical to ensure that any relief obtained by the Debtors remains enforceable and consistent. See, e.g., Bell & Beckwith, 198 B.R. at 270 (honoring arms-length, negotiated confidentiality agreement and denying trustee's motion to unseal confidential records); Rickards v. Certainteed Corp., No. 94-1756, 1995 WL 508209, at *2 (E.D. Pa. Aug. 21, 1995) (retaining jurisdiction to enforce confidentiality agreement); Evello Investments N.V. v. Printed Media Services, Inc., No. 94-2254, 1995 WL 135613, at *7, *9 (D. Kan. March 28, 1995) (same).

Notice

28. Notice of this Motion has been provided in accordance with the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006 (Docket No. 3824). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

29. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (a) approving the form of the Joint Interest Agreement between the Debtors and the Equity Committee, (b) implementing a protective order with respect to information and documents produced pursuant to the Joint Interest Agreement, and (c) granting the Debtors such other and further relief as is just.

Dated: New York, New York
July 28, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
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(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Exhibit A

Joint Interest Agreement

JOINT INTEREST AGREEMENT

WHEREAS, on October 8, 2005 (the "Initial Filing Date"), Delphi Corporation ("Delphi") and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the "Debtors") also sought reorganization relief. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

WHEREAS, on March 30, 2006, the Bankruptcy Court entered an order (Docket No. 3024) pursuant to 11 U.S.C. § 1102(a)(2) directing the United States Trustee (the "U.S. Trustee") to appoint an equity committee in the Debtors' chapter 11 cases (the "Equity Committee Appointment Order").

WHEREAS, on April 28, 2006, the Office of the U.S. Trustee appointed an official committee of equity security holders (the "Equity Committee").

WHEREAS, pursuant to the Equity Committee Appointment Order, the Equity Committee is required to be informed of, and to relay to the Debtors and other parties-in-interest in these cases, the Equity Committee's views with respect to, among other things, General Motors Corporation ("GM"), including any agreements

that the Debtors may reach with GM (but without the Equity Committee injecting itself into negotiations between the Debtors and GM).

WHEREAS, prior to the Initial Filing Date, certain events occurred which may result in claims and defenses to claims of GM held by the Debtors against GM (the "GM Claims").

WHEREAS, the Debtors and the Equity Committee have determined that it is in the best interests of the Debtors' estates that they share material confidential and privileged information with the Equity Committee and consult with the Equity Committee regarding the GM Claims. The Debtors and the Equity Committee further believe that it is in the best interests of the Debtors' estates for the Debtors to provide such confidential, non-public information and documents related to the GM Claims, whether written or oral, including by virtue of participation by any Reviewing Party (as defined below) in the review of the GM Claims (the "Information") to the designees of the Equity Committee (which designees shall be the outside professionals of the Equity Committee and, at the election of the Equity Committee, either the chair of the Equity Committee or a subcommittee of the Equity Committee in a number reasonably acceptable to the Debtors), to keep them appropriately informed and in a position to fulfill one of the principal purposes contemplated by the Bankruptcy Court when the Bankruptcy Court directed that the

Equity Committee be formed, without losing any privilege or protection attaching to any produced information through the disclosure thereof.

WHEREAS, the Debtors and the Equity Committee believe that they share common interests in this regard, and intend through this Agreement that any and all sharing of Information pursuant to this Agreement be protected pursuant to the "common interest" or "joint defense" doctrine, to the fullest extent such protection is available under applicable case law, subject to the provisions of this Agreement.

WHEREAS, the Debtors and the Equity Committees wish to memorialize, and to set forth the terms and conditions of, their understanding with respect to the foregoing.

NOW, THEREFORE, IT IS HEREBY AGREED, by and between the Debtors and the Equity Committee, that:

1. The Debtors may voluntarily share Information with the members and professionals of the Equity Committee identified on Appendix A to this Agreement (collectively, the "Reviewing Parties"). The Reviewing Parties shall treat all Information obtained from the Debtors in accordance with this Agreement. No other additional persons, firms, or entities shall be added to the Reviewing Parties list, unless prior email notice is provided to counsel for the Debtors and the Debtors consent in writing to such additions. The Reviewing Parties may share and discuss Information with each other. The designated professional firms identified on

Appendix A may disclose Information as necessary in the ordinary course of their work to legal assistants, secretaries, or other non-professional staff, but shall disclose Information only to individuals who have a need to know the Information for purposes of reviewing the GM Claims.

2. The Debtors may voluntarily make available for inspection and copying by the Reviewing Parties certain Information, including deposition transcripts, internal memoranda, and other documents and information. Upon the Debtors' request (the consent to which a Reviewing Party shall not unreasonably withhold), at the close of the chapter 11 cases or such other time as may be reasonable the Reviewing Parties shall return all originals and copies of any and all Information produced pursuant to this Agreement, and shall certify their compliance with this paragraph to the Debtors in writing, provided that the professionals retained by the Equity Committee may retain (but must use for no other purpose other than as set forth in paragraph 3) their own work product.

3. All Information received by the Reviewing Parties in connection with the GM Claims shall be held in strict confidence and used solely for purposes of reviewing the GM Claims and any litigation subsequently authorized by the Bankruptcy Court. The Reviewing Parties shall not disclose Information received in connection with the GM Claims except to one another.

4. In the event that a Reviewing Party is legally required by the Bankruptcy Court, any other court of competent jurisdiction, or by a federal, state, or local governmental or regulatory body, to disclose any of the Information, such Reviewing Party shall, to the extent lawful, provide the Debtors with prompt written notice of any such requirement to the Debtors no less than ten business days prior to such required disclosure (provided that if a Reviewing Party is required to make a disclosure in less than ten business days, such Reviewing Party shall provide notice to the Debtors as soon as reasonably practicable, but not later than one calendar day after the Reviewing Party is informed of the need to make such required disclosure) so that the Debtors may seek a protective order or other appropriate remedy and/or waive compliance with this Agreement. The Reviewing Party shall provide service of such notice by facsimile and Federal Express to: (a) Delphi Corporation, Att'n: David Sherbin, 5725 Delphi Drive, Troy, Michigan 48098 (facsimile (248) 813-2491); (b) Delphi Corporation, Att'n: Joseph Papelian, 5725 Delphi Drive, Troy, Michigan 48098 (facsimile (248) 813-3251); and (c) Skadden, Arps, Slate, Meagher & Flom LLP, Att'n: John Wm. Butler, Jr., 333 W. Wacker Drive, Chicago, Illinois 60606 (facsimile (312) 407-0411). If, in the absence of a protective order or other remedy or the receipt of a waiver from the Debtors, such Reviewing Party is nonetheless required to disclose any of the Information, such Reviewing Party may, without liability hereunder, disclose only that portion of the Information which such

Reviewing Party is advised by counsel it is legally required to disclose, provided that such Reviewing Party shall use its reasonable best efforts to preserve the privileges and confidentiality of the Information by reasonably cooperating with the Debtors to obtain an appropriate protective order or other reliable assurance that the privileges and other confidential treatment shall be accorded the Information.

5. The parties agree that all Information provided to the Reviewing Parties prior to the execution of this Agreement was provided in furtherance of the parties' common interests and the prior provision of Information by the Debtors, and its receipt by the Reviewing Parties, is subject to this Agreement.

6. The Reviewing Parties shall not assert that the Debtors' production of Information pursuant to this Agreement constitutes a waiver of the attorney-client privilege, the attorney work product doctrine, or any other applicable privilege or protection.

7. No additional discovery by the Equity Committee in respect of matters that are related to the GM Claims shall be permitted unless (a) the Bankruptcy Court has issued an appropriate order, after the Debtors and Equity Committee have met and conferred on the subject matter of the discovery and a telephonic status conference has been held before the Bankruptcy Court pursuant to section 105(d) of the Bankruptcy Code, (b) the Debtors and the Equity Committee have otherwise agreed, or (c) in connection with an adversary proceeding initiated by

the Debtors or a contested hearing adjudicating a motion initiated by the Debtors, such discovery is permissible under the Federal Rules of Civil Procedure or the Federal Rules of Bankruptcy Procedure, provided that all rights and defenses with respect thereto are reserved.

8. It is the express intent of the parties to this Agreement, and of the Bankruptcy Court, if it approves this Agreement, that this Agreement and the production of Information pursuant thereto shall not confer upon any third party the right to obtain such Information, nor shall it limit the right of any party, including any Reviewing Party, to Information that is otherwise discoverable to the extent so ordered by the Bankruptcy Court or any other court of competent jurisdiction in litigation authorized by the Bankruptcy Court.

9. Nothing herein shall, or is intended in any way to limit, modify, or otherwise diminish the Debtors' or the Equity Committee's rights and powers under applicable law, including under the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure, or the rights of the Equity Committee to seek Information from the Debtors that the Debtors do not voluntarily produce, provided that all defenses that Debtors may have to any such involuntary production are preserved.

10. Nothing herein shall be or is intended to constitute an admission by any person or entity of any wrongdoing or liability or of the existence of any claims

or causes of action in connection with the subject matter of the GM Claims or otherwise.

11. This Agreement shall be binding upon the parties' respective successors and assigns.

12. This Agreement shall be submitted for approval by the Bankruptcy Court, but if not approved, shall remain in full force and effect as an agreement among the parties.

13. This Agreement may be executed in several counterparts, all of which constitute the same agreement.

14. Nothing herein shall affect the separate and independent representation of the parties by their respective counsel nor shall anything herein be deemed to create an attorney-client relationship between any attorney and anyone other than the client who hired that attorney. The sharing of Information pursuant to this Agreement shall not be a basis for disqualification of any Reviewing Party's counsel.

15. This Agreement constitutes the full agreement among the parties regarding the production and sharing of Information. Modifications of this Agreement must be in writing and signed by counsel to all parties hereto.

Dated: _____, 2006

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP

By: _____
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Attorneys for Delphi Corporation, et al.,
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FRIED, FRANK, HARRIS, SHRIVER
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Attorneys for the Official Committee of
Equity Security Holders

APPENDIX A

LIST OF REVIEWING PARTIES FOR
THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS

DESIGNATED COMMITTEE MEMBERS
[list individuals and firm affiliations]

To be determined

DESIGNATED PROFESSIONALS
[list firms]

FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP

Hearing Date and Time: August 17, 2006 at 10:00 a.m.
Objection Deadline: August 10, 2006 at 4:00 p.m.

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Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF MOTION FOR APPROVAL OF JOINT INTEREST AGREEMENT BETWEEN
DEBTORS AND OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS
AND IMPLEMENTATION OF PROTECTIVE ORDER WITH RESPECT THERETO

PLEASE TAKE NOTICE that on July 28, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a Motion Approval Of Joint Interest Agreement Between Debtors And Official Committee Of Equity Security Holders And Implementation Of Protective Order With Respect Thereto (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on August 17, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006 (Docket No. 3824) (the "Seventh Supplemental Case Management Order"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New

York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), and (vi) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time)** on **August 10, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Seventh Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Seventh Supplemental Case Management Order, the Bankruptcy Court may enter a final order granting the Motion without further notice

Dated: New York, New York
July 28, 2006

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP

By: /s/ John Wm. Butler, Jr.
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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
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ORDER APPROVING JOINT INTEREST AGREEMENT BETWEEN DEBTORS
AND OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS
AND IMPLEMENTING PROTECTIVE ORDER WITH RESPECT THERETO

("EQUITY COMMITTEE JOINT INTEREST AGREEMENT ORDER")

Upon the motion, dated July 28, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 105, 107, and 1103 and Bankruptcy Rules 7026 and 9018, approving the Joint Interest Agreement, attached hereto as Exhibit A, between the Debtors and the Official Committee of Equity Security Holders (the "Equity Committee"), and preserving for the benefit of the Debtors' estates certain protections and privileges from disclosure of information and documents produced pursuant to the Joint Interest Agreement; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:

A. The Debtors and the Equity Committee are separate fiduciaries of these estates with distinct fiduciary duties that share a common interest with respect to the subject matter of the Information (as defined herein). In addition this Court, as well as the Debtors and the Equity Committee, has an interest in ensuring that its orders are implemented appropriately. To carry out their respective fiduciary duties efficiently and effectively in general, the Debtors and the Equity Committee must be able to share confidential information within the subject matter of the Information free from the risk that any of them would be required later to divulge such information to third parties.

B. Given the common interest of the Debtors and the Equity Committee with respect to the Information, the sharing of the confidential Information between the Debtors and the Equity Committee shall not prejudice any rights, remedies, or causes of action of the Debtors or the Equity Committee applicable with respect to any causes of action arising out of the Information.

C. The Debtors' administration of their cases should not be prejudiced by the exchange of the Information. Any Information provided by the Debtors to the Equity Committee should be used only as provided in the Joint Interest Agreement.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED
THAT:

1. The Motion is GRANTED.
2. The Court hereby approves the Joint Interest Agreement, a copy of which is attached hereto as Exhibit A. Any non-public information and documents provided by the Debtors to the Equity Committee (the "Information") related to certain potential claims and defenses to claims of GM held by the Debtors against GM (the "GM Claims"), whether written

or oral, including by virtue of participation by any Reviewing Party (as defined below) in the review of the GM Claims, to the designees of the Equity Committee (which designees shall be the outside professionals of the Equity Committee and, at the election of the Equity Committee, either the chair of the Equity Committee or a subcommittee of the Equity Committee in a number reasonably acceptable to the Debtors) (each a "Reviewing Party"), shall be deemed confidential information subject to the provisions of the Joint Interest Agreement, and no attorney-client, attorney work-product doctrine, or similar privilege shall be waived solely by reason of the sharing of such Information under the terms of the Joint Interest Agreement. The Debtors shall maintain a privilege log identifying privileged documents provided to the Equity Committee pursuant to the Joint Interest Agreement and this Order. The Debtors' provision of Information pursuant to the Joint Interest Agreement shall not confer upon any third party the right to obtain such Information, nor shall it limit the right of any party, including the Equity Committee, to Information that is otherwise discoverable to the extent so ordered by this Court or another court of competent jurisdiction in litigation authorized by this Court.

3. The Joint Interest Agreement between the Debtors and the Equity Committee shall apply only to the Information.

4. Nothing in this Order shall be deemed to expand or narrow the scope of the common interest privilege.

5. Nothing in this Order shall preclude the Debtors from expressly waiving any privilege or attorney work-product doctrine applicable with respect to any Information in the future.

6. Nothing in this Order or the Joint Interest Agreement shall limit, modify, or otherwise diminish the Debtors' or the Equity Committee's rights and powers under applicable

law, including the rights of the Equity Committee to seek Information from the Debtors that the Debtors do not voluntarily produce, provided that all defenses the Debtors may have to any such involuntary production are not diminished by this Order or the Joint Interest Agreement.

7. Nothing in this Order or in the Joint Interest Agreement shall affect the separate representation of the parties by their respective counsel nor shall anything in this Order or the Joint Interest Agreement be deemed to create an attorney-client relationship between any attorney and anyone other than the client who hired that attorney. The Debtors' provision of Information pursuant to the Joint Interest Agreement shall not be a basis for disqualification of any of the Equity Committee counsel.

8. No additional discovery by the Equity Committee in respect of matters that are related to the GM Claims will be permitted unless (a) this Court has issued an appropriate order, after the Debtors and the Equity Committee have met and conferred on the subject matter of the discovery and a telephonic status conference has been held before this Court pursuant to section 105(d) of the Bankruptcy Code, (b) the Debtors and the Equity Committee have otherwise agreed, or (c) in connection with an adversary proceeding initiated by the Debtors or a contested hearing adjudicating a motion initiated by the Debtors, such discovery is permissible under the Federal Rules of Civil Procedure or the Bankruptcy Rules, provided that all rights and defenses with respect thereto are reserved.

9. This Court expressly retains exclusive jurisdiction to determine any dispute regarding the interpretation or enforcement of this Order and the Joint Interest Agreement. On request of a party-in-interest, this Court may issue any order necessary or appropriate to enforce or give effect to the provisions of this Order or the Joint Interest Agreement, including, but not limited to, this retention of jurisdiction.

10. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
August __, 2006

UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Joint Interest Agreement

JOINT INTEREST AGREEMENT

WHEREAS, on October 8, 2005 (the "Initial Filing Date"), Delphi Corporation ("Delphi") and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the "Debtors") also sought reorganization relief. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

WHEREAS, on March 30, 2006, the Bankruptcy Court entered an order (Docket No. 3024) pursuant to 11 U.S.C. § 1102(a)(2) directing the United States Trustee (the "U.S. Trustee") to appoint an equity committee in the Debtors' chapter 11 cases (the "Equity Committee Appointment Order").

WHEREAS, on April 28, 2006, the Office of the U.S. Trustee appointed an official committee of equity security holders (the "Equity Committee").

WHEREAS, pursuant to the Equity Committee Appointment Order, the Equity Committee is required to be informed of, and to relay to the Debtors and other parties-in-interest in these cases, the Equity Committee's views with respect to, among other things, General Motors Corporation ("GM"), including any agreements

that the Debtors may reach with GM (but without the Equity Committee injecting itself into negotiations between the Debtors and GM).

WHEREAS, prior to the Initial Filing Date, certain events occurred which may result in claims and defenses to claims of GM held by the Debtors against GM (the "GM Claims").

WHEREAS, the Debtors and the Equity Committee have determined that it is in the best interests of the Debtors' estates that they share material confidential and privileged information with the Equity Committee and consult with the Equity Committee regarding the GM Claims. The Debtors and the Equity Committee further believe that it is in the best interests of the Debtors' estates for the Debtors to provide such confidential, non-public information and documents related to the GM Claims, whether written or oral, including by virtue of participation by any Reviewing Party (as defined below) in the review of the GM Claims (the "Information") to the designees of the Equity Committee (which designees shall be the outside professionals of the Equity Committee and, at the election of the Equity Committee, either the chair of the Equity Committee or a subcommittee of the Equity Committee in a number reasonably acceptable to the Debtors), to keep them appropriately informed and in a position to fulfill one of the principal purposes contemplated by the Bankruptcy Court when the Bankruptcy Court directed that the

Equity Committee be formed, without losing any privilege or protection attaching to any produced information through the disclosure thereof.

WHEREAS, the Debtors and the Equity Committee believe that they share common interests in this regard, and intend through this Agreement that any and all sharing of Information pursuant to this Agreement be protected pursuant to the "common interest" or "joint defense" doctrine, to the fullest extent such protection is available under applicable case law, subject to the provisions of this Agreement.

WHEREAS, the Debtors and the Equity Committees wish to memorialize, and to set forth the terms and conditions of, their understanding with respect to the foregoing.

NOW, THEREFORE, IT IS HEREBY AGREED, by and between the Debtors and the Equity Committee, that:

1. The Debtors may voluntarily share Information with the members and professionals of the Equity Committee identified on Appendix A to this Agreement (collectively, the "Reviewing Parties"). The Reviewing Parties shall treat all Information obtained from the Debtors in accordance with this Agreement. No other additional persons, firms, or entities shall be added to the Reviewing Parties list, unless prior email notice is provided to counsel for the Debtors and the Debtors consent in writing to such additions. The Reviewing Parties may share and discuss Information with each other. The designated professional firms identified on

Appendix A may disclose Information as necessary in the ordinary course of their work to legal assistants, secretaries, or other non-professional staff, but shall disclose Information only to individuals who have a need to know the Information for purposes of reviewing the GM Claims.

2. The Debtors may voluntarily make available for inspection and copying by the Reviewing Parties certain Information, including deposition transcripts, internal memoranda, and other documents and information. Upon the Debtors' request (the consent to which a Reviewing Party shall not unreasonably withhold), at the close of the chapter 11 cases or such other time as may be reasonable the Reviewing Parties shall return all originals and copies of any and all Information produced pursuant to this Agreement, and shall certify their compliance with this paragraph to the Debtors in writing, provided that the professionals retained by the Equity Committee may retain (but must use for no other purpose other than as set forth in paragraph 3) their own work product.

3. All Information received by the Reviewing Parties in connection with the GM Claims shall be held in strict confidence and used solely for purposes of reviewing the GM Claims and any litigation subsequently authorized by the Bankruptcy Court. The Reviewing Parties shall not disclose Information received in connection with the GM Claims except to one another.

4. In the event that a Reviewing Party is legally required by the Bankruptcy Court, any other court of competent jurisdiction, or by a federal, state, or local governmental or regulatory body, to disclose any of the Information, such Reviewing Party shall, to the extent lawful, provide the Debtors with prompt written notice of any such requirement to the Debtors no less than ten business days prior to such required disclosure (provided that if a Reviewing Party is required to make a disclosure in less than ten business days, such Reviewing Party shall provide notice to the Debtors as soon as reasonably practicable, but not later than one calendar day after the Reviewing Party is informed of the need to make such required disclosure) so that the Debtors may seek a protective order or other appropriate remedy and/or waive compliance with this Agreement. The Reviewing Party shall provide service of such notice by facsimile and Federal Express to: (a) Delphi Corporation, Att'n: David Sherbin, 5725 Delphi Drive, Troy, Michigan 48098 (facsimile (248) 813-2491); (b) Delphi Corporation, Att'n: Joseph Papelian, 5725 Delphi Drive, Troy, Michigan 48098 (facsimile (248) 813-3251); and (c) Skadden, Arps, Slate, Meagher & Flom LLP, Att'n: John Wm. Butler, Jr., 333 W. Wacker Drive, Chicago, Illinois 60606 (facsimile (312) 407-0411). If, in the absence of a protective order or other remedy or the receipt of a waiver from the Debtors, such Reviewing Party is nonetheless required to disclose any of the Information, such Reviewing Party may, without liability hereunder, disclose only that portion of the Information which such

Reviewing Party is advised by counsel it is legally required to disclose, provided that such Reviewing Party shall use its reasonable best efforts to preserve the privileges and confidentiality of the Information by reasonably cooperating with the Debtors to obtain an appropriate protective order or other reliable assurance that the privileges and other confidential treatment shall be accorded the Information.

5. The parties agree that all Information provided to the Reviewing Parties prior to the execution of this Agreement was provided in furtherance of the parties' common interests and the prior provision of Information by the Debtors, and its receipt by the Reviewing Parties, is subject to this Agreement.

6. The Reviewing Parties shall not assert that the Debtors' production of Information pursuant to this Agreement constitutes a waiver of the attorney-client privilege, the attorney work product doctrine, or any other applicable privilege or protection.

7. No additional discovery by the Equity Committee in respect of matters that are related to the GM Claims shall be permitted unless (a) the Bankruptcy Court has issued an appropriate order, after the Debtors and Equity Committee have met and conferred on the subject matter of the discovery and a telephonic status conference has been held before the Bankruptcy Court pursuant to section 105(d) of the Bankruptcy Code, (b) the Debtors and the Equity Committee have otherwise agreed, or (c) in connection with an adversary proceeding initiated by

the Debtors or a contested hearing adjudicating a motion initiated by the Debtors, such discovery is permissible under the Federal Rules of Civil Procedure or the Federal Rules of Bankruptcy Procedure, provided that all rights and defenses with respect thereto are reserved.

8. It is the express intent of the parties to this Agreement, and of the Bankruptcy Court, if it approves this Agreement, that this Agreement and the production of Information pursuant thereto shall not confer upon any third party the right to obtain such Information, nor shall it limit the right of any party, including any Reviewing Party, to Information that is otherwise discoverable to the extent so ordered by the Bankruptcy Court or any other court of competent jurisdiction in litigation authorized by the Bankruptcy Court.

9. Nothing herein shall, or is intended in any way to limit, modify, or otherwise diminish the Debtors' or the Equity Committee's rights and powers under applicable law, including under the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure, or the rights of the Equity Committee to seek Information from the Debtors that the Debtors do not voluntarily produce, provided that all defenses that Debtors may have to any such involuntary production are preserved.

10. Nothing herein shall be or is intended to constitute an admission by any person or entity of any wrongdoing or liability or of the existence of any claims

or causes of action in connection with the subject matter of the GM Claims or otherwise.

11. This Agreement shall be binding upon the parties' respective successors and assigns.

12. This Agreement shall be submitted for approval by the Bankruptcy Court, but if not approved, shall remain in full force and effect as an agreement among the parties.

13. This Agreement may be executed in several counterparts, all of which constitute the same agreement.

14. Nothing herein shall affect the separate and independent representation of the parties by their respective counsel nor shall anything herein be deemed to create an attorney-client relationship between any attorney and anyone other than the client who hired that attorney. The sharing of Information pursuant to this Agreement shall not be a basis for disqualification of any Reviewing Party's counsel.

15. This Agreement constitutes the full agreement among the parties regarding the production and sharing of Information. Modifications of this Agreement must be in writing and signed by counsel to all parties hereto.

Dated: _____, 2006

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP

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Attorneys for the Official Committee of
Equity Security Holders

APPENDIX A

LIST OF REVIEWING PARTIES FOR
THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS

DESIGNATED COMMITTEE MEMBERS
[list individuals and firm affiliations]

To be determined

DESIGNATED PROFESSIONALS
[list firms]

FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP

EXHIBIT F

Company	Contact	Address1	Address2	City	State	Zip
Austin Powder Company		25800 Science Pk Dr		Cleveland	OH	44122
Bob Schumacher	Delphi Automotive Systems Llc	2151 E Lincoln Rd	Ms Ct50i	Kokomo	IN	46902
Cj Driscoll & Associates		2636 Via Carrillo		Palos Verdes Estates	CA	90274
Cooley Godward Llp	Gregg S Kleiner	101 California St Fifth Fl		San Francisco	CA	94114
Cross Country Global Its Services Corp	Peter Van Alstine	4040 Mystic Valley Pkwy		Medford	MA	02155
Cross Country Global Its Services Corp		One Cabot Rd		Medford	MA	02155
Dan Kolkowitz		26830 Elena Rd		Los Altos	CA	94022-3314
Delco Electronics Corporation/delphi Automotive Systems Llc	Carlos Peredo Venture Development Director	PO Box 9005		Kokomo	IN	46904-9005
Delphi Automotive Systems Llc		1441 W Long Lake	PO Box 5090	Troy	MI	48098-5090
Dpac Technologies Corp	Mr Mike Zachan And David Purtill	Vice President Airborne Products	7321 Lincoln Way	Garden Grove	CA	92618
Forrester Research Inc		400 Technology Square		Cambridge	MA	02139
Janice Roberts	Mayfield Principals Fund Ii Llc Mayfield Xi Lp Mayfield Xi Qualified Lp Mayfield Associates Fund V Lp	2800 Sand Hill Rd 240		Menlo Pk	CA	94025
North American Mobile Solutions Llc		3200 Steeple Pointe Pl		Flower Mound	TX	75022
Orbcomm Llc		21700 Atlantic Blvd		Dulles	VA	20166
Palm Inc	Gabriel Acosta Lopez	5470 Great America Pkwy		Santa Clara	CA	95052-8007
Palm Inc	Jon Shanberge	950 W Maude Ave		Sunnyvale	CA	94085
Saama Technologies Inc		6203 San Ignacio Blvd St 101		San Jose	CA	95119
Sierra Wireless Usa Inc	Chief Technical Officer	2290 Cosmos Court		Carlsbad	CA	92009
Srini M Sundaram	Mascon It Limited	1699 E Woodfield Rd Ste 200		Schaumburg	IL	60173
Thomas O'gara Family Trust	Thomas Ogara And Paul Wassenaar Esq	2223 Avenida Dela Playa 104		La Jolla	CA	92037
Thomas Ogara		88833 West Olympic Blvd		Beverly Hills	CA	90212
Tom Ogara Trustee		112 Price Ln		Bellevue	ID	83313